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EXHIBIT A
Plan of Reorganization
Filed as a Separate Document

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EXHIBIT B

Eric Slocum Sparks
Arizona State Bar No. 11726
LAW OFFICES OF ERIC SLOCUM SPARKS, P.C.
110 South Church Avenue #2270
Tucson, Arizona 85701
Telephone (520) 623-8330
Facsimile (520) 623-9157
eric@ericslocumsparkspc.com

Attorney for Debtors

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:

NIMBUS BREWING COMPANY, LLC,

Debtor.

No. 4:12-bk-08122-EWH

Chapter 11

BALLOT FOR ACCEPTING OR
REJECTING DEBTOR'S FIRST
PLAN OF REORGANIZATION
DATED DECEMBER 18, 2012

Class __ Ballot for Accepting or Rejecting a Plan
of Reorganization

Eric Slocum Sparks, P.C. filed a First Plan of Reorganization dated December 18, 2012 (the "Plan") for the Debtor in this case. The Court has approved the Disclosure Statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. A copy of the Disclosure Statement is included herewith. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by the Law Offices of Eric Slocum Sparks on or before 5 business days prior to the Confirmation Hearing, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

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ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, a creditor or interest holder of the above-named Debtors, in Class ____ with the unpaid principal amount of \$_____.

(Check One Box only)

☐ Accepts the Plan ☐ Rejects the Plan

DATED _____

Print or type name: _____

Signed: _____

(If appropriate) By: _____

As: _____

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE AND RETURN THIS BALLOT ON OR BEFORE 5 DAYS PRIOR TO THE HEARING TO:

Original to:

Eric Slocum Sparks
110 South Church Avenue,
#2270
Tucson, Arizona 85701

The plan referred to in this ballot can be confirmed by the court and thereby made binding on you if it is accepted by the holders of two-thirds in the amount and more than one-half in number of claims in each class and the holders of two-thirds in amount of equity security interests in each class voting on the plan. In the event the requisite acceptances are not obtained, the court may nevertheless confirm the plan if the court finds that the plan accords fair and equitable treatment to the class rejecting it.

Nimbus Brewing Company, LLC, 4:12-bk-08122-EWH

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EXHIBIT C

Exhibit C: Liquidation Analysis

MACHINERY, FIXTURES, EQUIPMENT, AND SUPPLIES USED IN BUSINESS:

<u>Personal Property</u>	<u>Value</u>	<u>Liquidation Value</u>	<u>Exemption Due to Creditors</u>
2000 - 3500 Chevy Truck	\$ 5,000.00	\$ 2,500.00	
1998 - Isuzu Hombre	\$ 1,500.00	\$ 600.00	
2008 - Beer Serving Golf Trailer	\$ 500.00	\$ 100.00	
1999 - Large Beer Serving Trailer	\$ 5,000.00	\$ 1,100.00	
1999 - Small Beer Serving Trailer	\$ 3,000.00	\$ 900.00	
3- VIZO LED FLAT PANEL TVS	\$ 1,200.00	\$ 300.00	
20- GREEN SEAT CHAIRS	\$ 200.00	\$ 50.00	
20- RED ARM CHAIRS	\$ 400.00	\$ 100.00	
10- RED NO ARM CHAIRS	\$ 200.00	\$ 60.00	
6- MISC PICTURES	\$ 100.00	\$ 50.00	
16- T SHIRT DISPLAY CASES	\$ 160.00	\$ 60.00	
4- MISC PICTURES	\$ 80.00	\$ 30.00	
1- MONKEY W/BADGE PICTURE	\$ 60.00	\$ 10.00	
1-72' GLASS AND WOOD DISPLAY CASE	\$ 400.00	\$ 100.00	
8- LARIAT COWBOY PICTURES AS A GROUP	\$ 900.00	\$ 160.00	
8-MISC PICTURES	\$ 80.00	\$ 25.00	
2- 20 IN ADMIRAL TVS	\$ 50.00	\$ 20.00	
2- POOL TABLES	\$ 800.00	\$ 200.00	
3- NIMBUS MONKEY SCULPTURES	\$ 100.00	\$ 25.00	
16- POOL CUES AND HOLDER	\$ 20.00	\$ 5.00	
2- CUSTOM POOL TABLE LIGHTS	\$ 100.00	\$ 20.00	
3- SEATING BOOTHS	\$ 90.00	\$ 30.00	
1- HOSHIZAKI ICE MACHINE	\$ 500.00	\$ 200.00	
1- WIRE CAGE STORAGE RACK	\$ 50.00	\$ 20.00	
1- ONKYO RECEIVER/SONY STEREO	\$ 50.00	\$ 10.00	
1- ADMIRAL REFRIDGERATOR	\$ 200.00	\$ 25.00	
4- 5FT ARTIFICIAL FICUS TREES	\$ 20.00	\$ 5.00	

3- PLASTIC CHILD BOOSTER CHAIRS	\$	30.00	\$	5.00
2- USED CLOTH HOLDERS	\$	30.00	\$	5.00
2- MOUNTED TV 9 UPPER LEVEL)	\$	50.00	\$	10.00
1- STAINLESS STEEL KITCHEN SINK UNIT	\$	500.00	\$	50.00
1- SS SM HAND WASH SINK	\$	50.00	\$	20.00
1- 4 DRAWER SS BASE CABINET	\$	100.00	\$	20.00
1- GAS COOKING GRILL	\$	500.00	\$	150.00
1- SS KITCHEN UNIT W/2 GAS OVENS	\$	1,200.00	\$	300.00
1- SS VENTILATION HOOD SYSTEM	\$	1,500.00	\$	250.00
1- SS 4 FT PREP TABLE	\$	100.00	\$	25.00
1- 6FT SS SHELF	\$	40.00	\$	10.00
1- 4FT SS SHELF	\$	25.00	\$	5.00
1- 8 FT SS SHELF	\$	60.00	\$	20.00
1- 4 DOOR HOBART REFRIDGERATOR	\$	450.00	\$	100.00
1- 2 WELL DEEP FRYER	\$	600.00	\$	150.00
1- 3 SHELF ROLLING CART	\$	80.00	\$	20.00
1- LG TRASH CAN PLASTIC	\$	75.00	\$	10.00
1- 12FT 3 SHELF SS UNIT	\$	100.00	\$	30.00
1- 2 SHELF SS GLASS DRAINER/HOLDER	\$	100.00	\$	25.00
1- 3 WELL SS SINK	\$	150.00	\$	40.00
1- SM SS SHELF	\$	20.00	\$	5.00
1- SM SS ICE BIN	\$	75.00	\$	25.00
1- 18 FT SOLID WOOD BACK BAR UNIT	\$	1,500.00	\$	500.00
1- 18 FT SOLID WOOD BAR	\$	900.00	\$	500.00
2- LG INDUSTRIAL FAN	\$	250.00	\$	50.00
1- LG AZ FLAG	\$	50.00	\$	20.00
2- 3X3 FT TABLES	\$	50.00	\$	10.00
7- 3X5 FT TABLES	\$	175.00	\$	25.00
4- ROUND HIGH TOP TABLES	\$	350.00	\$	80.00
2- LOW ROUND TABLES	\$	200.00	\$	40.00
1 MEAT SLICER	\$	100.00	\$	50.00
1- SM WHITE REFRIGERATOR	\$	200.00	\$	10.00
1- SCALE	\$	70.00	\$	5.00
1- MOP BUCKET WITH 2 MOP ATTACHEMENTS	\$	50.00	\$	5.00

1-SET SPEAKERS ABOVE BAR	\$	160.00	\$	20.00
1- HANGING HAT UNIT	\$	35.00	\$	10.00
2- CARVIN HANGING SPEAKERS	\$	800.00	\$	75.00
9- CEILING FANS WITH LIGHT KITS	\$	900.00	\$	100.00
2- 2X2 FT TABLES	\$	100.00	\$	30.00
1- 20 FT LADDER	\$	100.00	\$	40.00
1- DESK	\$	120.00	\$	30.00
1- OFFICE CHAIR	\$	150.00	\$	20.00
1- BLK OFFICE CHAIR	\$	80.00	\$	10.00
1- SHELVING UNIT	\$	85.00	\$	10.00
1- 2 DOOR FILE CABINET	\$	55.00	\$	5.00
1- BLACK 4 SHELF UNIT	\$	30.00	\$	5.00
1- OLIVIA MONTORING SYSTEM	\$	500.00	\$	100.00
1- HP PROJCT PRINTER 7555	\$	360.00	\$	15.00
1- CANNON P23-DH 111 CALCULATOR	\$	40.00	\$	5.00
1- SAMSUNG 15' MONITOR	\$	200.00	\$	10.00
1- DELL KEYBOARD	\$	40.00	\$	5.00
1- DIMENSION 3000 DELL CPU UNIT	\$	350.00	\$	30.00
1- XEROX PHASE 8500 COLOR PRINTER	\$	450.00	\$	20.00
2- 4 DRAWER FILE CABINETS	\$	150.00	\$	30.00
3- BLACK OFFICE CHAIRS	\$	240.00	\$	30.00
1- HP L17006 MONITOR	\$	100.00	\$	25.00
1- HP KEYBOARD	\$	40.00	\$	5.00
1- AVAYA PHONE SYSTEM	\$	1,600.00	\$	75.00
1- DATA BASE SERVER	\$	350.00	\$	40.00
1- DELL 15' MONITOR	\$	225.00	\$	30.00
1- SAITEK KEYBOARD	\$	30.00	\$	5.00
1- SHARP CALCULATOR	\$	40.00	\$	5.00
1- SET DELL SPEAKERS	\$	40.00	\$	5.00
10- ATTCHD OUTDOOR BARSTOOLS W/BACKS	\$	100.00	\$	10.00
3- ATTACHED OUTDOOR STOOLS	\$	20.00	\$	5.00
1- PACK MAN VIDEO GAME	\$	200.00	\$	70.00
1- GYRUS VIDEO GAME	\$	200.00	\$	70.00
1- HP PAVILLION MX COMPUTER	\$	250.00	\$	40.00

1- LG SS REFRIDGERATOR	\$	500.00	\$	75.00
1- SEMI TRAILER	\$	800.00	\$	200.00
1- SISSOR LIFT	\$	1,000.00	\$	300.00
1- ATARI MILIPEDE GAME	\$	275.00	\$	50.00
1- ATARI MS PAKMAN VIDEO GAME	\$	275.00	\$	50.00
1-25 FT SOLID BARBACK AND FRONT	\$	3,000.00	\$	1,000.00
1- VENDING MACHINE	\$	25.00	\$	10.00
1- BOTTELING LINE	\$	15,000.00	\$	4,000.00
1- INDUSTRIAL COMPRESSOR T20	\$	500.00	\$	100.00
1- GILBAERCIO AIR COMPRESSOR	\$	500.00	\$	100.00
1- POKER TOP TABLE	\$	45.00	\$	10.00
2- HEADLESS MANIKINS	\$	40.00	\$	20.00
1- VACCUME	\$	50.00	\$	10.00
1- 6 SHELF UNIT	\$	60.00	\$	15.00
2- WIRE RACKS	\$	120.00	\$	30.00
1-FV1 150BBL	\$	9,000.00	\$	2,500.00
1-FV2 150 BBL	\$	9,000.00	\$	2,500.00
1- FV3 150 BBL	\$	9,000.00	\$	2,500.00
1- FV4 60 BBL	\$	7,000.00	\$	1,600.00
1- FV5 60 BBL	\$	7,000.00	\$	1,600.00
1-FV6 60 BBL	\$	7,000.00	\$	1,600.00
1-FV7 60 BBL	\$	7,000.00	\$	1,600.00
1-FV8 60 BBL	\$	7,000.00	\$	1,600.00
1- FV9 120 BBL	\$	15,000.00	\$	5,500.00
1- FV10 120 BBL	\$	15,000.00	\$	5,500.00
1-FV 11 40 BBL	\$	4,000.00	\$	1,300.00
1-FV12 21 BBL	\$	4,000.00	\$	1,000.00
1- 70 BBBL WHITE DAIRY TANK	\$	1,500.00	\$	500.00
1- CRIVELLER 5 METER DE FILTER	\$	4,000.00	\$	1,200.00
1-KAPPA PLATE AND FRAME FILTER	\$	1,000.00	\$	400.00
5- 8BBLSERVERS	\$	5,000.00	\$	1,100.00
5-6BBL SERVERS	\$	4,000.00	\$	1,000.00
1- 30BBL MASH TUN	\$	5,000.00	\$	1,500.00
1-30 BBL KETTEL/MASH TUN	\$	5,000.00	\$	1,500.00

1- 30 BBL HOT LIQUOR TANK	\$	8,000.00	\$	1,000.00
1- 30 BBL KETTEL	\$	12,000.00	\$	3,900.00
1- 40BBL LAUTER TUN	\$	5,600.00	\$	1,600.00
1- 25 BBL NOT IN USE	\$	2,500.00	\$	900.00
1- REVERSE OSMOSID FILTER N8500 PRDAY	\$	6,000.00	\$	1,000.00
1- 50L GRAIN HOPPER	\$	2,000.00	\$	700.00
2- DRAFT TOWERS	\$	500.00	\$	100.00
1- DRAFT LINE SYSTEM COMPONETS	\$	900.00	\$	200.00
1- AUTOMATIC KEG WASHER	\$	1,500.00	\$	500.00
1- 7.5 HP LINKGUARD COMPRESSOR	\$	1,200.00	\$	400.00
1- COLUMBIA BOILER AND APPURTENANCES	\$	5,000.00	\$	1,250.00
1- YALE ELECTRIC FORK LIFT	\$	1,200.00	\$	500.00
1- PALLET WRAPPER	\$	800.00	\$	250.00
1- SECURITY SYSTEM 16 DVR	\$	3,000.00	\$	500.00
1- SECURITY SYSTEM CAMERA POWER MOUNT	\$	100.00	\$	25.00
1- SECURITY SYSTEM DOME CAMERA	\$	300.00	\$	50.00
1- SECURITY SYSYSTEMS VALUEPAK 3 KIT	\$	300.00	\$	50.00
1- SECURITY SYSTEM, MT, STAND & DVR	\$	200.00	\$	20.00
102 -1/16 BARREL	\$	5,000.00	\$	1,020.00
420- 50L KEGS	\$	20,000.00	\$	6,500.00
45 NOMINAL TON AIR COOLER CHILLER	\$	38,000.00	\$	3,000.00
Total	\$	300,420.00	\$	75,695.00

CHECKING and SAVINGS IN DEPOST:

CASH ON HAND	\$800.00
CHASE ACCT# 0345-	\$8,330.00

SECURITY DEPOSITS WITH PUBLIC UTILITIES,
TELEPHONE COMPANIES, LANDLORDS AND

Tucson Electric Power -	\$3,500.00
Southwest Gas -	\$2,000.00

INTERESTS IN PARTNERSHIPS OR JOINT VENTURES:

NEW WAY RESTAURANTS LLC-	10% OWNERSHIP
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LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES:

Arizona Dept of Liquor #7	
BEER & WINE LIQUOR LICENSE	\$6,500.00

WHOLESALE FOOD, SUPPLIES AND BEER
INVENTORY ON HAND:

	\$ 26,285.00
TOTAL	\$47,415.00

Liquidated Value of Assets:

\$123,110.00

Less: Claims of Secured Creditors:

\$90,000.00

Available for secured creditor deficiency claims and unsecured creditors

\$33,110.00

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EXHIBIT D

Nimbus Anticipated 5 Year Budget

	<u>LY 2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Wholesale Distributor	\$ 826,746.38	\$ 940,010.63	\$ 1,066,912.07	\$ 1,208,811.375	\$ 1,373,209.72	\$ 1,569,578.71
Restaurant & Retail	\$ 579,554.38	\$ 606,793.44	\$ 638,346.69	\$ 675,370.80	\$ 713,866.94	\$ 763,123.76
Business Income	\$ 1,406,300.76	\$ 1,546,804.07	\$ 1,705,258.76	\$ 1,884,182.18	\$ 2,087,076.66	\$ 2,332,702.47
Brewing & Packaging - COGS	\$ 246,566.08	\$ 313,023.54	\$ 366,270.91	\$ 414,622.30	\$ 498,475.13	\$ 585,452.86
Food, Beverage & Retail - COGS	\$ 197,048.49	\$ 234,829.06	\$ 274,489.08	\$ 318,099.65	\$ 365,499.87	\$ 401,403.10
Total COGS	\$ 443,614.57	\$ 547,852.60	\$ 640,759.99	\$ 732,721.95	\$ 863,975.00	\$ 986,855.96
Gross Profit	\$ 962,686.19	\$ 998,951.47	\$ 1,064,498.77	\$ 1,151,460.23	\$ 1,223,101.66	\$ 1,345,846.51
<u>Expense</u>						
Payroll, Taxes & Employee Insure	\$ 539,251.05	\$ 564,056.60	\$ 597,899.99	\$ 633,773.99	\$ 667,871.03	\$ 717,627.43
Brewery (Rent, Utilities, Repairs...)	\$ 216,701.80	\$ 224,936.47	\$ 236,183.29	\$ 252,716.12	\$ 267,879.09	\$ 298,149.43
Advertising & Marketing Expense	\$ 25,436.49	\$ 26,199.58	\$ 26,985.57	\$ 27,795.14	\$ 28,628.99	\$ 29,487.86
Accounting	\$ 5,436.49	\$ 5,577.84	\$ 7,306.97	\$ 9,060.64	\$ 9,296.22	\$ 9,540.71
Auto, Gas & Repair	\$ 7,447.69	\$ 7,621.22	\$ 7,849.86	\$ 8,085.35	\$ 8,327.91	\$ 8,577.75
Legal	\$ 16,750.00	\$ 17,252.50	\$ 17,770.08	\$ 18,303.18	\$ 18,852.27	\$ 19,417.84
Office Supplies	\$ 9,557.74	\$ 9,844.47	\$ 10,139.81	\$ 10,444.00	\$ 10,757.32	\$ 11,080.04
Computer & Web	\$ 6,807.40	\$ 6,977.59	\$ 7,127.60	\$ 7,292.25	\$ 7,393.61	\$ 7,571.80
Postage & Freight	\$ 13,270.56	\$ 13,668.68	\$ 14,078.74	\$ 14,501.10	\$ 14,936.13	\$ 15,384.22
Telephone	\$ 14,494.59	\$ 14,885.94	\$ 15,076.48	\$ 15,393.09	\$ 15,534.71	\$ 15,867.15
Travel	\$ 7,258.00	\$ 7,475.74	\$ 7,700.01	\$ 7,931.01	\$ 8,168.94	\$ 8,414.01
Licenses & Permits	\$ 2,198.00	\$ 2,263.94	\$ 2,331.86	\$ 2,401.81	\$ 2,473.87	\$ 2,548.08
Insurance	\$ 9,573.53	\$ 9,860.74	\$ 10,156.56	\$ 10,461.25	\$ 10,775.09	\$ 11,098.35
Property Tax	\$ 4,056.78	\$ 4,137.92	\$ 4,204.12	\$ 4,273.49	\$ 4,309.64	\$ 4,353.60
Bank Charges and Credit Card	\$ 21,346.84	\$ 21,795.12	\$ 22,274.62	\$ 22,675.56	\$ 23,151.75	\$ 23,737.49
Penalties	\$ 1,870.00	\$ 1,885.52	\$ 1,906.26	\$ 1,920.18	\$ 1,945.91	\$ 1,969.65
US Trustee	\$ 2,250.00	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00	\$ 3,000.00
Total Expense	\$ 903,706.96	\$ 941,439.87	\$ 991,991.82	\$ 1,050,028.18	\$ 1,103,302.50	\$ 1,187,825.40
Net Ordinary Income	\$ 58,979.23	\$ 57,511.60	\$ 72,506.95	\$ 101,432.05	\$ 119,799.16	\$ 158,021.11